

CERTIFICATE



William Slattery, CFA
Vice President
Listing Qualifications



13015188

By Electronic Mail

April 4, 2013

Mr. Jeffrey Thomas
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Dear Mr. Thomas:

This is to certify that on April 2, 2013 The Nasdaq Stock Market (the "Exchange") received from Fifth Street Finance Corp. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

6.125% Senior Notes due 2028

We further certify that the security described above has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

William Slattery

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